

# **EXHIBIT C**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

HONEYWELL INTERNATIONAL INC. and	)	
HONEYWELL INTELLECTUAL PROPERTIES INC.,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	C.A. No. 04-1338-***
	)	(consolidated)
APPLE COMPUTER, INC., et al.,	)	
	)	
Defendants.	)	
	)	

**[PROPOSED] ORDER AND STIPULATION**

This "Stipulation" is by and between plaintiffs Honeywell International Inc. and Honeywell Intellectual Properties Inc. (collectively, "Honeywell"), and defendants Fuji Photo Film Co., Ltd. (by change of name, FUJIFILM Holdings Corporation) and Fuji Photo Film U.S.A., Inc. (by change of name, FUJIFILM U.S.A., Inc.), (collectively, "Fuji").

WHEREAS, Defendants Fuji have represented to Honeywell that Defendant Fuji Photo Film Co., Ltd. has reorganized and changed its name to FUJIFILM Holdings Corporation effective October 1, 2006, and pursuant to the Corporation Law of Japan and a split plan approved by its shareholders on June 26, 2006, has, effective October 2, 2006, organized FUJIFILM Corporation as successor to the business of Fuji Photo Film Co., Ltd. and to its assets and liabilities except as listed in the split plan set out in the Notice of Convocation of the 110th General Meeting of Shareholders, as evidenced by a letter dated February 28, 2007 to Matthew C. Woods, Esq. from Lawrence Rosenthal, Esq. and the documents annexed thereto;

WHEREAS, Defendants Fuji have represented to Honeywell that Defendant Fuji Photo Film U.S.A., Inc. has changed its name to FUJIFILM U.S.A., Inc. as evidenced by a letter to

Matthew E. Woods, Esq. from Lawrence Rosenthal, Esq., dated April 4, 2007 and the document annexed thereto; and

WHEREAS Defendants Fuji agree that Plaintiffs Honeywell can rely on the characterizations of the transactions found in this Stipulation and in such letters of February 28 and April 4, 2007.

IT IS HEREBY STIPULATED AND AGREED TO, by and between the undersigned parties through themselves or their legal representatives as follows:

1. FUJIFILM Corporation be and is hereby substituted for Fuji Photo Film Co., Ltd. as a defendant and the caption is amended accordingly.

2. The caption shall also be amended to reflect the change of name of defendant Fuji Photo Film U.S.A., Inc. to FUJIFILM U.S.A., Inc.

The undersigned hereby consent and agree to the form and substance of this Order and Stipulation.

MORRIS NICHOLS, ARSHT &  
TUNNELL LLP

By: /s/ Leslie A. Polizoti  
Thomas C. Grimm (#1098)  
Leslie A. Polizoti (#4299)  
Maria Granovsky (#4709)  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
(302) 658-9200  
lpolizoti@mnat.com

Counsel for  
Honeywell International Inc. and  
Honeywell Intellectual Properties Inc.

POTTER ANDERSON & CORROON LLP

By: /s/ Philip A. Rovner  
Philip A. Rovner (#3215)  
Hercules Plaza, 6th Floor  
1313 N. Market Street  
Wilmington, DE 19899  
(302) 984-6000  
provner@potteranderson.com

Counsel for

Fuji Photo Film Co., Ltd., now FUJIFILM  
Holdings Corporation,

FUJIFILM Corporation, and

Fuji Photo Film USA, Inc., now FUJIFILM  
U.S.A., Inc.

SO ORDERED this \_\_\_\_ day of June , 2007.

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The Honorable Mary Pat Thyng  
United States Magistrate Judge

**IN THE UNITED STATES DISTRICT COURT**

**DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I, hereby certify that, on June 21, 2007, the within document was electronically filed with the Clerk of the Court using CM-ECF which will send notification of such filing to the following; the document was served by E-mail on the following; and the document is available for viewing and downloading from CM-ECF:

Thomas C. Grimm, Esq.  
Leslie A. Polizoti, Esq.  
Morris, Nichols, Arsht & Tunnell  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
[tgrimm@mnat.com](mailto:tgrimm@mnat.com)  
[lpolizoti@mnat.com](mailto:lpolizoti@mnat.com)

Karen L. Pascale, Esq.  
Young, Conaway, Stargatt & Taylor, LLP  
The Brandywine Bldg., 17<sup>th</sup> Fl.  
1000 West Street  
Wilmington, DE 19801  
[kpascale@ycst.com](mailto:kpascale@ycst.com)

Richard L. Horwitz, Esq.  
David E. Moore, Esq.  
Potter Anderson & Corroon LLP  
Hercules Plaza  
P.O. Box 951  
Wilmington, DE 19899  
[rhorwitz@potteranderson.com](mailto:rhorwitz@potteranderson.com)  
[dmoore@potteranderson.com](mailto:dmoore@potteranderson.com)

David J. Margules, Esq.  
John M. Seaman, Esq.  
Bouchard Margules & Friedlander, P.A.  
222 Delaware Avenue, Suite 1400  
Wilmington, DE 19801  
[dmargules@bmf-law.com](mailto:dmargules@bmf-law.com)  
[jseaman@bmf-law.com](mailto:jseaman@bmf-law.com)

/s/ Philip A. Rovner  
Philip A. Rovner (#3215)  
Potter Anderson & Corroon LLP  
Hercules Plaza  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
E-mail: [provner@potteranderson.com](mailto:provner@potteranderson.com)